

If Your Farm Produced Grade A Milk in the Southeast Since 2001

You Could Get Money from a Class Action Settlement.

A federal court authorized this notice. This is not a solicitation from a lawyer.

- A \$140 million settlement with Dean Foods Company ("Dean") has been reached in a class action lawsuit involving the price of Grade A milk that was produced in the Southeast.
- The settlement resolves all claims against Dean in a lawsuit over alleged anticompetitive conduct in the purchase and sale of raw Grade A milk in Federal Milk Marketing Orders 5 and 7 (the "Southeast"), which cover Alabama, Arkansas, Georgia, Kentucky, Mississippi, Louisiana, North Carolina, South Carolina, and Tennessee, as well as parts of Florida, Indiana, Missouri, Virginia, and West Virginia. The settlement does *not* resolve claims against the other Defendants in this case, and the litigation is continuing against them.
- You may be eligible for a settlement payment. Under the settlement, dairy farmers who produced Grade A milk in Federal Milk Market Orders 5 or 7 and sold that milk directly or through an agent to Defendants or Co-Conspirators in Orders 5 and/or 7 may be eligible for a payment.

Current Defendants: Dean, National Dairy Holdings LP ("NDH"), Dairy Farmers of America, Inc. ("DFA"), Dairy Marketing Services, LLC ("DMS"), Mid-Am Capital, LLC ("Mid-Am"), Southern Marketing Agency ("SMA"), Gary Hanman, and James Baird.

Alleged Co-Conspirators: Dairy.com, Inc., The Kroger Co., Prairie Farms Dairy, Inc., Robert W. Allen, Jay Bryant, Herman Brubaker, Gregg L. Engles, Michael J. McCloskey, Allen A. Meyer, Pete Schenkel, and Gerald Bos.

- You may be eligible for a settlement payment even if you previously submitted a request to be excluded (opt out).

Your legal rights are affected whether you act or don't act. Read this notice carefully.

SUMMARY OF YOUR LEGAL RIGHTS AND OPTIONS IN THE SETTLEMENT	
SUBMIT A CLAIM FORM	The only way to get a payment.
OPT BACK INTO CLASS	If you completed a request to be excluded from the class, you may now ask the Court to reinstate you as a member of the class.
OBJECT	Write to the Court about what you don't like about the settlement.
GO TO A HEARING	Ask to speak in Court about the fairness of the settlement.
DO NOTHING	Get no payment. Give up rights to ever sue Dean about the legal claims in this case.

- These rights and options - **and the deadlines to exercise them** - are explained in this notice.
- The Court in charge of this case still has to decide whether to approve the settlement. Payments will be made if the Court approves the settlement and after any appeals are resolved. Please be patient.

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BASIC INFORMATION

1. Why is there a notice?

You have a right to know about a proposed settlement of a class action lawsuit, and about your options, before the Court decides whether to approve the settlement.

The Court in charge of the case is the United States District Court for the Eastern District of Tennessee. The case is known as *Sweetwater Valley Farm, Inc., et al. v. Dean Foods Company, et al.*, No. 2:07-CV-208. The people who sued are called Plaintiffs. The people and companies they sued are called Defendants.

2. Who are the Defendants and alleged Co-Conspirators?

Plaintiffs brought this lawsuit against nine Defendants involved in the marketing, sale or purchase of raw Grade A milk produced by dairy farmers in the Southeast. One Defendant was dismissed. The current Defendants are Dean Foods Company ("Dean"), National Dairy Holdings LP ("NDH"), Dairy Farmers of America, Inc. ("DFA"), Dairy Marketing Services, LLC ("DMS"), Mid-Am Capital, LLC ("Mid-Am"), Southern Marketing Agency ("SMA"), Gary Hanman, and James Baird.

The alleged Co-Conspirators are Dairy.com, Inc., The Kroger Co., Prairie Farms Dairy, Inc., Robert W. Allen, Jay Bryant, Herman Brubaker, Gregg L. Engles, Michael J. McCloskey, Allen A. Meyer, Pete Schenkel, and Gerald Bos.

3. What is the lawsuit about?

The lawsuit claims that Defendants violated federal antitrust laws and that as a result the prices paid to dairy farmers in Orders 5 and 7 for raw Grade A milk were lower than they otherwise would have been. Dean denies that it did anything wrong. The other Defendants have also denied that they did anything wrong. A jury has not yet heard or resolved the merits of Plaintiffs' claims, or determined whether Plaintiffs' or Defendants' claims are true.

4. Why is this a class action?

In a class action, one or more people called class representatives sue on behalf of persons who have similar claims. All these people are a Class or Class Members. One court resolves the issues common to all Class Members, except for those Class Members who exclude themselves from the Class. The class representatives in this case are Sweetwater Valley Farm, Inc., Barbara Arwood and Victor Arwood d/b/a VBA Dairy, Jeffrey P. Bender, Randel E. Davis, Farrar & Farrar Dairy, Inc., Fred Jaques, John M. Moore, D.L. Robey Farms, Robert D. Stoots, Virgil C. Willie, Thomas R. Watson, James D. Baisley and Eva C. Baisley d/b/a Baisley Farms, Stephen J. Cornett, William C. Frazier and Branson C. McCain d/b/a McCain Dairy, and Jerry L. Holmes. U.S. District Judge J. Ronnie Greer is in charge of this class action.

5. Why is there a settlement with Dean?

The Court has not decided in favor of Plaintiffs or Dean. The Plaintiffs think they would win against Dean at a trial. Dean thinks Plaintiffs would not win. But there will be no trial against Dean. Instead, Plaintiffs and Dean agreed to a settlement. That way, they avoid the cost of a trial, and Class Members will get the benefits of this settlement. The Class Representatives and their attorneys, who conducted an extensive investigation of the facts and the law relevant to the lawsuit, think the settlement is best for all Class Members.

6. Will the lawsuit continue against the other Defendants?

Yes. The lawsuit will continue against the other Defendants.

7. What happens if the Plaintiffs later reach a settlement with other Defendants?

If Plaintiffs later reach a settlement agreement with any of the remaining Defendants, you will receive a separate notice of that settlement, which will describe the terms of that settlement and your rights and options with respect to that settlement.

WHO IS ELIGIBLE TO PARTICIPATE IN THE SETTLEMENT?

8. How do I know if I am eligible to participate in the settlement?

In general, all dairy farmers, whether individuals, entities, or members of cooperatives, who produced raw Grade A milk in Order 5 or Order 7 and sold that milk directly or through an agent to Defendants or alleged Co-Conspirators during any time from January 1, 2001, to present are eligible to participate in the settlement.

9. Are there any exceptions to being eligible?

You are **not** a Class Member if you are a current or former officer or director of DFA or SMA.

You are **not** a Class Member if the complaint alleges you participated in the conspiracy that is the subject of the lawsuit. The complaint can be viewed at www.SoutheastDairyClass.com.

You are **not** a Class Member if you previously timely asked to be excluded from (opt out) the Class, unless the Court reinstates you as part of the Class. See Question 10 below for instructions on how to seek reinstatement.

10. If I asked to be excluded from the class, can I change my mind now?

If you previously asked to be excluded from the Class, you may ask the Court to reinstate you as part of the Class. You must submit an application with the Court explaining your reasons for seeking reinstatement and must file that application with the Court by **Month 00, 2011**.

If the Court reinstates you as a part of the Class, you may or may not be given a future opportunity to exclude yourself from the Class with respect to the litigation against the remaining Defendants. Class members will be bound by the litigation that is continuing against other Defendants, including court rulings, judgments, or any settlements.

11. I'm still not sure if I'm included.

If you are still not sure whether you are eligible to participate in the Settlement, you can ask for free help. For more information, visit www.SoutheastDairyClass.com, or call 1-800-874-2297, or write to SE Dairy Settlement, c/o Rust Consulting, Inc., P0 Box 2392, Faribault, MN 55021-9092.

THE DEAN SETTLEMENT BENEFITS

12. What does the Settlement provide?

Dean has agreed to pay up to \$140,000,000 into a Settlement Fund in five installments paid over a period of approximately four years. After deducting attorneys' fees, costs, and other fees and expenses (*see* Question 18), the net Settlement Fund will be distributed to Class Members who file valid claims.

The Settlement Fund will be reduced by the amount of money that those potential Class Members who have previously excluded themselves from the class and are not reinstated (*see* Question 10) would have received had they filed valid claims.

The Settlement Agreement, available at the website, contains more details about the settlement.

13. How much money can I get from the settlement?

The amount of money you may receive cannot be calculated at this time. Your share will depend on several factors. These factors include, but may not be limited to: (a) the amount of raw Grade A milk you produced in Order 5 and/or Order 7 and sold directly or through an agent to Defendants or alleged Co-Conspirators in Order 5 and/or Order 7 from January 1, 2001 to present; (b) the number of valid claims that are received; and (c) the fees, costs and expenses approved by the Court.

We don't know how many people will file claims. However, if 7,000 dairy farmers file a valid claim, the average payment per farmer is estimated to be \$13,000. Your payment could be more or less than that depending on the amount of raw Grade A milk you produced in Order 5 and/or Order 7 and sold directly or through an agent to Defendants and alleged Co-Conspirators in Order 5 and/or Order 7 and the fees, costs and expenses approved by the Court. This illustration assumes that the Court approves an award of one-third of the Settlement Fund as attorneys' fees, costs and expenses.

14. What happens if the Court approves the settlement?

If you are a member of the Class (or are reinstated as a member of the Class) and the Court approves the settlement, you can't sue Dean, continue to sue Dean, or be part of any other lawsuit against Dean regarding the legal claims in this case. It also means that all of the decisions by the Court will bind you. The "Release and Covenant Not to Sue" is described more fully in the Settlement Agreement and describes exactly the legal claims that you give up if the Court approves the settlement. The Settlement Agreement is available at www.SoutheastDairyClass.com.

HOW TO GET A PAYMENT

15. How can I get a payment?

To ask for a payment, complete and submit a Claim Form. A Claim Form is enclosed with this Notice. Claim Forms are also available at www.SoutheastDairyClass.com or by calling 1-800-874-2297. Please read the instructions carefully, fill out the Claim Form, provide the required documentation and mail it postmarked no later than Month 00, 2011, to:

SE Dairy Settlement
c/o Rust Consulting, Inc.
P.O. Box 2392
Faribault, MN 55021-9092

If you previously excluded yourself from the Class and are not reinstated, you will not be eligible for any payment. Only Class Members are eligible for payments.

16. When will I get my payment?

Payments will be mailed to Class Members who send in valid Claim Forms on time, after the Court grants "final approval" to the settlement and after any appeals are resolved. If the Court approves the Settlement after a hearing on Month 00, 2011, there may be appeals. It's always uncertain when any appeals will be resolved, and resolving them can take time.

THE LAWYERS REPRESENTING YOU

17. Do I have a lawyer in the case?

The Court has appointed the following law firm as Class Counsel to represent the Class:

Baker & Hostetler LLP
1050 Connecticut Avenue, N.W. Suite 1100
Washington, D.C. 20036
(202) 861-1500

You will not be charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

18. How will the lawyers be paid?

The Court will decide how much Class Counsel will be paid. Class Counsel has not yet received any payment for work on this case, and has not been reimbursed for expenses. Class Counsel may ask the Court for up to one-third of the settlement in attorneys' fees, plus reimbursement of the costs and expenses for investigating the facts, litigating the case, and negotiating and administering the settlement. It is within the Court's discretion, however, to determine whether the amount requested, or a smaller amount, is reasonable and should be awarded. Class Counsel may also request a payment from the Settlement Fund for the Class Representatives who sued on behalf of the whole Class. All of these fees, costs and expenses will be deducted from the Settlement Fund, and will reduce the amounts available for Class Members.

OBJECTING TO THE DEAN SETTLEMENT

19. How do I tell the Court that I don't like the settlement?

If you are a Class Member, you can object to the settlement or to Class Counsel's requests for fees and expenses. To object, you must send a letter saying that you object. Your letter must also include the following:

- Your name, address, and telephone number,
- The name of the case (*Sweetwater Valley Farm, Inc., et al. v. Dean Foods Company, et al.*, No. 2:07-CV-208),
- The specific reasons you object to the Settlement or to Class Counsel's requests for fees and expenses, and
- Your signature.

Your objection, along with any supporting material you wish to submit, must be mailed and postmarked no later than **Month 00, 2011**, to the following three addresses:

Court	Class Counsel	Defense Counsel
United States District Court for the Eastern District of Tennessee 220 West Depot Street Suite 200 Greeneville, TN 37743	Robert Abrams BAKER & HOSTETLER LLP 1050 Connecticut Avenue, N.W. Washington, D.C. 20036	Paul H. Friedman DECHERT LLP 1775 Eye Street, NW Washington, D.C. 20006

THE COURT'S FAIRNESS HEARING

The Court will hold a hearing to decide whether to approve the settlement and any requests for attorneys' fees and expenses. You may attend and you may ask to speak, but you don't have to.

20. When and where will the Court decide whether to approve the settlement?

The Court will hold a hearing beginning at [time] on **Month 00, 2011** at the United States District Court for the Eastern District of Tennessee, 220 West Depot Street, Suite 200, Greeneville, Tennessee 37743, in **[courtroom]**. The hearing may be moved to a different date or time without additional notice, so it is a good idea to check www.SoutheastDairyClass.com. At this hearing, the Court will consider whether the proposed settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court may listen to people who asked to speak at the hearing. The Court may also decide how much to pay Class Counsel. After the hearing, the Court will decide whether to approve the settlement. We do not know how long these decisions will take.

21. Do I have to come to the hearing?

No. Class Counsel will answer any questions Judge Greer may have. But you are welcome to attend the hearing at your own expense. If you send a written objection, you do not have to come to the Court to discuss it. As long as you mailed your written objection on time, following the instructions in this

notice, the Court will consider it. You may also pay your own lawyer to attend, if you wish, but it's not necessary.

22. May I ask to speak at the hearing?

Yes. If you are a Class Member, you may ask the Court for permission to speak at the Fairness Hearing. To do so, you must send a letter saying that it is your "Notice of Intention to Appear at the Dean Settlement Fairness Hearing." Be sure to include your name, address, telephone number, and your signature. You cannot speak at the hearing if you previously exclude yourself from the Class and are not reinstated.

You must mail your Notice of Intention to Appear, postmarked no later than **Month 00, 2011**, to the three addresses in Question 19.

IF YOU DO NOTHING

23. What happens if I do nothing at all?

If you do nothing, you will not get a payment from the Dean settlement. In addition, if you are a Class Member your rights will be affected: you won't be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against Dean about the legal issues in this case, ever again.

GETTING MORE INFORMATION

24. How do I get more information?

This notice summarizes the proposed settlement. More details are in the Settlement Agreement. You can get a copy of the Settlement Agreement at www.SoutheastDairyClass.com. You may also write with questions to SE Dairy Settlement, c/o Rust Consulting, Inc., P.O. Box 2392, Faribault, MN 55021-9092. You can also get a Claim Form at the website, or by calling the toll free number, 1-800-874-2297.

Claim Form

Dean Foods Company Settlement

Sweetwater Valley Farm, Inc., et al. v. Dean Foods Company, et al.
No. 2:07-CV-208 (E.D. Tenn.)

You may be eligible to receive a payment from a settlement reached with Dean Foods Company if your farm produced Grade A milk in Federal Milk Market Orders 5 and/or 7 and sold that milk directly or through an agent to Defendants or Co-Conspirators in Orders 5 and/or 7.

1. GENERAL INSTRUCTIONS

A. If you wish to receive a payment from the Settlement, you must complete and return this Claim Form postmarked no later than **Month 00, 2011** to the following address:

SE Dairy Settlement
c/o Rust Consulting, Inc.
P.O. Box 2392
Faribault, MN 55021-9092

B. You must provide the total amount of raw Grade A your farm produced in Federal Milk Market Orders 5 and/or 7 and sold directly or through an agent to Defendants or Co-Conspirators in Orders 5 and/or 7 from January 1, 2001 until the present.

Orders 5 and 7 cover Alabama, Arkansas, Georgia, Kentucky, Mississippi, Louisiana, North Carolina, South Carolina, and Tennessee, as well as parts of Florida, Indiana, Missouri, Virginia, and West Virginia.

The current Defendants are Dean Foods Company ("Dean"), National Dairy Holdings LP ("NDH"), Dairy Farmers of America, Inc. ("DFA"), Dairy Marketing Services, LLC ("DMS"), Mid-Am Capital, LLC ("Mid-Am"), Southern Marketing Agency ("SMA"), Gary Hanman, and James Baird.

The alleged Co-Conspirators are Dairy.com, Inc., The Kroger Co., Prairie Farms Dairy, Inc., Robert W. Allen, Jay Bryant, Herman Brubaker, Gregg L. Engles, Michael J. McCloskey, Allen A. Meyer, Pete Schenkel, and Gerald Bos.

C. You must sign your completed Claim Form.

D. Claim Forms not postmarked by **Month 00, 2011** and sent to the address above may be rejected and you will not be able to get any money from the settlement.

E. Submission of a Claim Form does not guarantee that you will receive a payment from the settlement.

2. CLASS MEMBER INFORMATION

Please type or neatly print all information.

Last Name:	First Name:
Farm Name:	Address Number or P.O. Box:
Street or Road:	City:
State:	Zip Code:
Telephone (day):	Email:

3. TOTAL AMOUNT OF RAW GRADE A MILK

In the table below, indicate the total number of pounds of raw Grade A milk your farm produced in Federal Milk Market Orders 5 and/or 7 and sold directly or through an agent to Defendants or Co-Conspirators in Orders 5 and/or 7 from January 1, 2001 until the present:

Total Number of Pounds of Raw Grade A Milk:

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Note: The amount you indicate in the table above may be cross-checked against a database to confirm its accuracy.

4. CERTIFICATION

I certify under penalty of perjury that the information above is true and correct and that the submission of false information may subject me to civil and/or criminal penalties.

Signature of Class Member:

Print Name:	Date: